

**HALPERIN BATTAGLIA RAICHT, LLP**

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Alan D. Halperin, Esq.

*Proposed Counsel for the Official Committee of  
Unsecured Creditors of Partsearch  
Technologies, Inc.*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK  
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In re:

Chapter 11

PARTSEARCH TECHNOLOGIES, INC.

Case No. 11-10282 (MG)

Debtors  
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STATE OF NEW YORK            )  
  ) SS:  
COUNTY OF NEW YORK        )

**AFFIDAVIT OF ESTHER DUVAL IN SUPPORT OF  
APPLICATION FOR AN ORDER PURSUANT TO 11 U.S.C. § 1103 AUTHORIZING  
AND APPROVING THE EMPLOYMENT AND RETENTION OF CBIZ MHM, LLC  
AND CBIZ, INC. AS FINANCIAL ADVISORS TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Esther DuVal being duly sworn, deposes and says

1. I am a Certified Public Accountant, licensed under the laws of the State of New York and I am a Managing Director of CBIZ MHM, LLC, with offices at 1065 Avenue of the Americas, New York, N.Y. 10018. CBIZ MHM, LLC and its affiliates with offices throughout the country are wholly-owned subsidiaries of CBIZ, Inc. (collectively "CBIZ"). CBIZ is a full service business services firm and we intend to use resources from any office or subsidiary of CBIZ as necessary.

2. Other than the initial communication between my firm and representatives of the Official Committee of Unsecured Creditors (the "Committee") of the Debtors with respect to the retention of my firm in this case, neither I nor, to the best of my knowledge, any other member or employee of my firm had any business, or other connection, with the Debtors, their attorneys or accountants, or any other party in interest, except as disclosed herein. CBIZ and its members and employees are "disinterested persons" as that term is defined in Section 101 (14) of the Bankruptcy Code. In addition, CBIZ is not a prepetition creditor of the Debtor.

3. I have performed an examination of entities who may be parties in interest in these Chapter 11 cases, and to the best of my knowledge, neither my firm nor any associate thereof, has had any connection with neither the Debtors' creditors nor any other party in interest herein, except CBIZ may have (a) worked with and/or for the professionals in the Chapter 11 case in other Chapter 11 cases, or (b) been, or may be currently, engaged as accountants and or experts by certain other creditors of the Debtors, although no one professional and/or creditor has comprised more than 1% of the CBIZ's revenue, and (c) as noted paragraphs four and five below.

4. A subsidiary of CBIZ Inc. is performing a valuation of the common equity of a company called Ascentive LLC whose Chief Operating Officer, Gary Kazmer, was a former president of the Debtor. Ascentive LLC is not a party in interest in the Debtor's bankruptcy filing. The estimated professional fees for the engagement with Ascentive LLC are approximately \$8,000.

5. CBIZ has been retained to provide litigation support services for the benefit of Best Buy Co., Inc., a member of the Committee of Unsecured Creditors of Partsearch Technologies, Inc., in a matter unrelated to the Debtor's Chapter 11 case. During 2010, CBIZ billed less than one-half of one percent of its annual revenue for the aforementioned litigation

support services.

6. Insofar as I have been able to ascertain, CBIZ does not represent any other entity having an adverse interest in connection with this case.

7. To the extent that I discover any facts bearing on the matters described herein during the period of CBIZ's retention, I will supplement the information contained in this Affidavit.

8. CBIZ will assist the Committee with the following:

- a. Assist the Committee in its review of the financial aspects of any proposed asset purchase agreement, transaction support agreement or evaluating any plan of reorganization/liquidation. If applicable, assist the Committee in negotiating, evaluating and qualifying any competing offers.
- b. Assist the Committee in its evaluation of potential tax assets including NOL's and carry-back claims, as well as related tax returns matters.
- c. Assist the Committee in its evaluation of the Debtors' post-petition cash flow and/or other projections and budgets prepared by the Debtors or their financial advisors.
- d. Monitor the Debtors' activities regarding cash expenditures and general business operations subsequent to the filing of the petition under Chapter 11.
- e. Assist the Committee in its review of monthly operating reports submitted by the Debtors or their financial advisors.
- f. Assist with any investigation into the pre-petition acts, conduct, property, liabilities and financial condition of the Debtors, their management, or creditors, including the operation of the Debtors' businesses, as instructed by the Committee.
- g. Analyze transactions with vendors, insiders, related and/or affiliated companies, subsequent and prior to the date of the filing of the petition under Chapter 11, as instructed by the Committee.
- h. Assist the Committee or its counsel in any litigation proceedings against the insiders and other potential adversaries.
- i. Attend meetings with representatives of the Committee and its



counsel. Prepare presentations to the Committee that provides analyses and updates on diligence performed.

- j. Perform any other services that may be necessary in our role as accountants/financial advisors to the Committee or that may be requested by Committee counsel or the Committee.

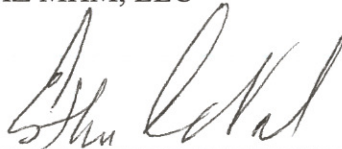
9. Your deponent respectfully requests that an order of retention be entered based on the following hourly rates, to be substantiated at a later date by a petition of allowance with leave to file a petition for an interim allowance. Expenses will be billed as incurred.

Directors and Managing Directors	\$385 to \$675 per hour
Managers and Senior Managers	\$270 to \$385 per hour
Senior Associates and Staff	\$130 to \$270 per hour

10. Periodically, our evaluation rates are subject to firm - wide adjustment.

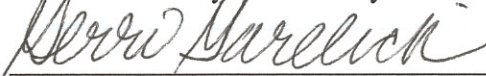
WHEREFORE your deponent asks for an appropriate order of employment *nunc pro tunc* to February 8, 2011.

CBIZ MHM, LLC



Esther DuVal

Sworn to and subscribed to before  
me this 14 day of February 2011



Notary Public

**GERRI GARELICK**  
Notary Public, State of New York  
No. 01GA6061930  
Qualified in Kings County  
Commission Expires July 23, 2013